

RECORDATION NO. 20280-14

MAY 04 '10 -11 00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
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May 4, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of January 6, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Equipment Lease Agreement (GATX Trust 1996-2) previously filed with the Board under Recordation Number 20280.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: U.S. Bank National Association (successor to
Street Bank and Trust Company)
225 Franklin Street
Boston, Massachusetts 02110

Owner Trustee: Wilmington Trust Company, not in its individual
capacity but solely as Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Section Chief
May 4, 2010
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A description of the railroad equipment covered by the enclosed document is.

2 railcars RELEASED: CHTT 200453 and CHTT 200481.

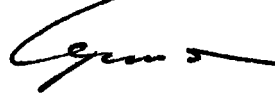
A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY 04 '10 -11 00 AM

BILL OF SALE AND PARTIAL RELEASE

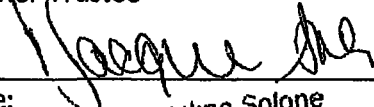
SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATX Trust 1996-2, (the "Lessor") under an Equipment Lease Agreement (GATX Trust 1996-2) dated as of September 1, 1996 (the "Lease") between the Lessor and GATX Corporation, a New York corporation successor by merger to GATX Financial Corporation, a Delaware corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as CHTT 200453 and CHTT 200481 (the "Units") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

U.S. Bank National Association, successor to State Street Bank and Trust Company as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATX Trust 1996-2 dated as of September 1, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease

Dated: January 6, 2010

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 
 Title: Jacqueline Solone
 Financial Services Officer

U.S. Bank National Association, successor to State Street Bank and Trust Company, not in its individual capacity, but solely as Indenture Trustee

By: _____
 Title: _____

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATX Trust 1996-2, (the "Lessor") under an Equipment Lease Agreement (GATX Trust 1996-2) dated as of September 1, 1996 (the "Lease") between the Lessor and GATX Corporation, a New York corporation successor by merger to GATX Financial Corporation, a Delaware corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as CHTT 200453 and CHTT 200481 (the "Units") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

U.S. Bank National Association, successor to State Street Bank and Trust Company as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATX Trust 1996-2 dated as of September 1, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: January 6, 2010

Wilmington Trust Company, not in
its individual capacity, but solely as
Owner Trustee

By: _____
Title: _____

U.S. Bank National Association,
successor to State Street Bank and
Trust Company, not in its individual
capacity, but solely as Indenture
Trustee

By: 
Title: **VICE PRESIDENT**

State of Delaware)
) SS
County of New Castle)

On this 12 day of February, 2010, before me personally appeared
Jacqueline Solone to me personally known, who being by me duly sworn, say that he/she
is a Financial Services Officer of Wilmington Trust Company, that said instrument was signed on
such date on behalf of said corporation by authority of its Board of Directors, and he/she
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.


Notary Public

LISA A. PITTA

[Notarial Seal] Notary Public - State of Delaware
My Comm. Expires May 10, 2011

My commission expires



State of Massachusetts

) SS

County of Suffolk)

On this _____ day of _____, 2010, before me personally appeared
_____, to me personally known, who being by me duly sworn, say that he/she is a
_____ of U.S. Bank National Association, successor to State Street Bank and
Trust Company that said instrument was signed on such date on behalf of said corporation by
authority of its Board of Directors, and he/she acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS
County of New Castle)

On this _____ day of _____, 2010, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is a _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

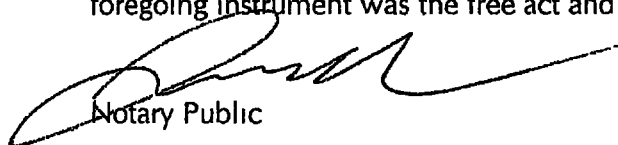
Notary Public

[Notarial Seal]

My commission expires:

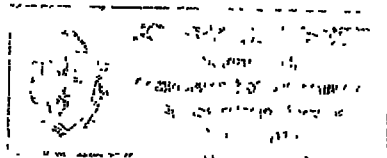
State of Massachusetts)
) SS
County of Suffolk)

On this 30th day of April, 2010, before me personally appeared Alison D. B. Nadeau, to me personally known, who being by me duly sworn, say that he/she is a Vice President of U.S. Bank National Association, successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My commission expires:



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/14/10



Robert W Alvord